



Companies House

AR01 (ef)

Annual Return



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X4JI52CP

Company Name: **WENTWORTH GROUP HOLDINGS LIMITED**

Company Number: **02271092**

Date of this return: **14/09/2015**

SIC codes: **70100**

Company Type: **Private company limited by shares**

Situation of Registered Office: **31 HILL STREET
LONDON
W1J 5LS**

Single Alternative Inspection Location (SAIL)

The address for an alternative location to the company's registered office for the inspection of registers is:

90 HIGH HOLBORN
LONDON
WC1V 6XX

There are no records kept at the above address

Officers of the company

Company Secretary 1

Type: **Corporate**
Name: **FORSTERS SECRETARIES LTD**

Registered or principal address: **31 HILL STREET
LONDON
W1J 5LS**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**
Registration Number: **3589800**

Company Director 1

Type: **Person**
Full forename(s): **MR SONGHUA**

Surname: **NI**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/10/1966** Nationality: **CHINESE**

Occupation: **DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): **WORAPHANIT**

Surname: **RUAYRUNGRUANG**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **CHINA**

Date of Birth: ****/06/1990** Nationality: **THAI**

Occupation: **DIRECTOR**

Company Director **3**

Type: **Person**
Full forename(s): **DR CHANCHAI**

Surname: **RUSYRUNGRUANG**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **CHINA**

Date of Birth: ****/07/1954** *Nationality:* **THAI**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

| | | | |
|------------------------|-------------------|--------------------------------|---------------|
| Class of shares | ORDINARY A | <i>Number allotted</i> | 6400 |
| | | <i>Aggregate nominal value</i> | 665600 |
| <i>Currency</i> | GBP | <i>Amount paid</i> | 104 |
| | | <i>Amount unpaid</i> | 0 |

Prescribed particulars

(A) SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, AND TO THE PROVISIONS OF THESE ARTICLES ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE, AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY 160 SHARES OF WHICH HE IS THE HOLDER EXCEPT THAT IMMEDIATELY UPON A CHANGE OF CONTROL LAS DEFINED IN ARTICLE 1(B) AND UNLESS PERSONS CONNECTED WITH CHELSFIELD PLC SHALL CEASE TO BE THE HOLDERS SO OF AT LEAST 51% OF THE ISSUED SHARE CAPITAL OF THE COMPANY IN ACCORDANCE WITH AND PURSUANT TO THE TERMS OF THESE ARTICLES AND THE INVESTMENT AGREEMENT, EACH A SHARES IN ISSUE SHALL UP TO THE END OF THE RELEVANT PERIOD AS DETERMINED BY ALL THE SHAREHOLDERS AND IF A SHAREHOLDERS HOLDING A MAJORITY IN NOMINAL VALUE OF THE A SHARES SHALL BY RESOLUTION PASSED AT A MEETING OF A SHAREHOLDERS OR BY WRITTEN RESOLUTION OF A MAJORITY OF THE A SHAREHOLDERS SO DECIDE HAVE SUCH NUMBER OF VOTES (WHICH NEED NOT BE A WHOLE NUMBER) ON A POLL AT A GENERAL MEETING OF THE COMPANY AS WOULD RESULT IN A MAJORITY OF THE A SHARES HAVING THE RIGHT TO CAST 51 PER CENT (AS NEARLY AS MAY BE OF THE VOTES CAST ON THAT POLL (B) FOR THE PURPOSES OF (A) ABOVE "CHANGE OF CONTROL" MEANS THE OCCURRENCE OF ANY ONE OF THE FOLLOWING EVENTS AT ANY TIME UP TO THE END OF THE RELEVANT PERIOD AS DETERMINED BY ALL THE SHAREHOLDERS (I) MR ELLIOTT BERNERD AND TRUSTS FOR MEMBERS OF HIS FAMILY CEASING TO HOLD DIRECTLY OR INDIRECTLY 30% OR MORE OF THE ISSUED SHARES CAPITAL (OR EQUIVALENT IN THE APPROPRIATE JURISDICTION) OF THE ULTIMATE HOLDING COMPANY OF CHELSFIELD PLC, OR (II) MR ELLIOTT BERNERD CEASING OTHER THAN BY REASON OF DEATH OR INCAPACITY CAUSED BY SERIOUS ACCIDENT OR ILLNESS TO BE A SUBSTANTIALLY FULL TIME EXECUTIVE OF CHELSFIELD PLC

| | | | |
|------------------------|-------------------|--------------------------------|---------------|
| Class of shares | ORDINARY B | <i>Number allotted</i> | 9600 |
| | | <i>Aggregate nominal value</i> | 998400 |
| <i>Currency</i> | GBP | <i>Amount paid</i> | 104 |
| | | <i>Amount unpaid</i> | 0 |

Prescribed particulars

(A) SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, AND TO THE PROVISIONS OF THESE ARTICLES ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE, AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY 160 SHARES OF WHICH HE IS THE HOLDER EXCEPT THAT IMMEDIATELY UPON A CHANGE OF CONTROL LAS DEFINED IN ARTICLE 1(B) AND UNLESS PERSONS CONNECTED WITH CHELSFIELD PLC SHALL CEASE TO BE THE HOLDERS SO OF AT LEAST 51% OF THE ISSUED SHARE CAPITAL OF THE COMPANY IN ACCORDANCE WITH AND PURSUANT TO THE TERMS OF THESE ARTICLES AND THE INVESTMENT AGREEMENT, EACH A SHARES IN ISSUE SHALL UP TO THE END OF THE RELEVANT PERIOD AS DETERMINED BY ALL THE SHAREHOLDERS AND IF A SHAREHOLDERS HOLDING A MAJORITY IN NOMINAL VALUE OF THE A SHARES SHALL BY RESOLUTION PASSED AT A MEETING OF A SHAREHOLDERS OR BY WRITTEN RESOLUTION OF A MAJORITY OF THE A SHAREHOLDERS SO DECIDE HAVE SUCH NUMBER OF VOTES (WHICH NEED NOT BE A WHOLE NUMBER) ON A POLL AT A GENERAL MEETING OF THE COMPANY AS WOULD RESULT IN A MAJORITY OF THE A SHARES HAVING THE RIGHT TO CAST 51 PER CENT (AS NEARLY AS MAY BE OF THE VOTES CAST ON THAT POLL (B) FOR THE PURPOSES OF (A) ABOVE "CHANGE OF CONTROL" MEANS THE OCCURRENCE OF ANY ONE OF THE FOLLOWING EVENTS AT ANY TIME UP TO THE END OF THE RELEVANT PERIOD AS DETERMINED BY ALL THE SHAREHOLDERS (I) MR ELLIOTT BERNERD AND TRUSTS FOR MEMBERS OF HIS FAMILY CEASING TO HOLD DIRECTLY OR INDIRECTLY 30% OR MORE OF THE ISSUED SHARES CAPITAL (OR EQUIVALENT IN THE APPROPRIATE JURISDICTION) OF THE ULTIMATE HOLDING COMPANY OF CHELSFIELD PLC, OR (II) MR ELLIOTT BERNERD CEASING OTHER THAN BY REASON OF DEATH OR INCAPACITY CAUSED BY SERIOUS ACCIDENT OR ILLNESS TO BE A SUBSTANTIALLY FULL TIME EXECUTIVE OF CHELSFIELD PLC

Statement of Capital (Totals)

| | | | |
|-----------------|------------|--------------------------------------|----------------|
| <i>Currency</i> | GBP | <i>Total number of shares</i> | 16000 |
| | | <i>Total aggregate nominal value</i> | 1664000 |

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 14/09/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: BALATA 2 LIMITED

Shareholding 2 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: BUNKER LIMITED

Shareholding 3 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: HERMES TWO LIMITED

Shareholding 4 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: DORMIE 2 LIMITED

Shareholding 5 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: DORMIE 3 LIMITED

Shareholding 6 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: DUFFER 10 LIMITED

Shareholding 7 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: WEST NIBLICK LIMITED

Shareholding 8 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: BALATA 4 LIMITED

Shareholding 9 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: BALATA 3 LIMITED

Shareholding 10 : 0 ORDINARY A shares held as at the date of this return

160 shares transferred on 2014-09-26
Name: DUFFER 8 LIMITED

Shareholding 11 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26
Name: DUFFER 2 LIMITED

Shareholding 12 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26
Name: DUFFER 9 LIMITED

Shareholding 13 : 9600 ORDINARY B shares held as at the date of this return
Name: CHELSFIELD PARTICIPATIONS LIMITED

Shareholding 14 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26
Name: DORMIE 1 LIMITED

Shareholding 15 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26
Name: BALATA 1 LIMITED

Shareholding 16 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26
Name: DUFFER 7 LIMITED

Shareholding 17 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26
Name: DUFFER 3 LIMITED

Shareholding 18 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26
Name: EAST NIBLICK LIMITED

Shareholding 19 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26
Name: ITOCHU EUROPE PLC

Shareholding 20 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26
Name: WGS LIMITED

Shareholding 21 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: THE SUMITOMO TRUST & BANKING CO LTD

Shareholding 22 : 0 ORDINARY A shares held as at the date of this return
960 shares transferred on 2014-09-26

Name: DUFFER 13 LIMITED

Shareholding 23 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: DORMIE 4 LIMITED

Shareholding 24 : 0 ORDINARY A shares held as at the date of this return
960 shares transferred on 2014-09-26

Name: LUDGATE 342 LIMITED

Shareholding 25 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: HERMES THREE LIMITED

Shareholding 26 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: DUFFER 1 LIMITED

Shareholding 27 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: MAGNOLIA PROPERTIES LIMITED

Shareholding 28 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: HERMES ONE LIMITED

Shareholding 29 : 0 ORDINARY A shares held as at the date of this return
320 shares transferred on 2014-09-26

Name: SMILLA LIMITED

Shareholding 30 : 0 ORDINARY A shares held as at the date of this return
160 shares transferred on 2014-09-26

Name: EVER TWO LIMITED

Shareholding 31 : 6400 ORDINARY A shares held as at the date of this return
Name: WGA (UK) HOLDINGS LIMITED

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.